

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Company shall be held on Wednesday, the 29th September, 2010 at 11:30 a.m. at its Registered Office - Village: Salawas, P.O. Sangwari, Dist. Rewari - 123 401 (Haryana), to transact the following business: -

Ordinary Business:

1. To receive, consider and adopt the Balance Sheet of the Company as at 31st March 2010 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Directors thereon.
2. To appoint Director in place of Shri. Arun Mittal, who retires by rotation, but being eligible, offers himself for re-appointment.
3. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorise the Board of Directors to fix their remuneration. M/s. Singhi & Co., Chartered Accountants, the retiring Auditors are eligible for re-appointment.

By order of the Board of Directors
for **COVENTRY COIL-O-MATIC (HARYANA) LIMITED**

Date: 25th August, 2010
Place: Rewari

R.M. Bafna
Whole-time Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies, in order to be effective, must be received at the registered office of the company not less than 48 hours before the commencement of the meeting. Members, who hold shares in Dematerialised form, are requested to bring their DP I.D. and Client I.D. for identification.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the special business is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24-09-2010 to 29-09-2010 (both days inclusive).
5. Members are requested to bring their copy of the Annual Report, as Copies of the Report will not be distributed again at the Meeting.
6. Members who have multiple accounts are requested to intimate to the Company, the Ledger Folio Numbers of such accounts and send all relevant Share Certificates to enable the Company to consolidate all shareholding into one account. The Share Certificates will be returned back to the Members after consolidation.
7. Members are requested to notify the Company of any change in address in full with Pin code number.
8. Members desirous of getting any information about the accounts and operations of the Company are requested to send their queries to the Company at its Registered Office, so as to reach at least 10 days before the date of meeting to enable the Management to keep the information ready.
9. Members/proxy-holders are requested to produce at the entrance the attached Admission Slip duly completed and signed for admission to the meeting hall.
10. All documents referred to are open for inspection at the Registered Office of the Company during Office hours on any working days.

By order of the Board of Directors
for **COVENTRY COIL-O-MATIC (HARYANA) LIMITED**

Date: 25th August, 2010
Place: Rewari

R.M. Bafna
Whole-time Director



DIRECTORS' REPORT

TO THE MEMBERS,

Your Directors have the pleasure in presenting the 22nd Annual Report and the Audited Accounts of the Company for the year ended 31st March 2010.

FINANCIAL RESULTS

	2009-10	(Rs. in lacs) 2008-09
Turnover	3,240.09	3,239.11
Other Income	28.77	46.63
Increase/(Decrease) in Stocks	30.21	(13.03)
TOTAL	3,299.07	3,272.71
Profit before Interest, Depreciation & Taxes	111.71	(123.56)
Less: Interest	6.09	9.53
Gross Profit	105.62	(133.09)
Less: Depreciation	73.09	75.36
Profit Before Tax	32.53	(208.45)
Less: Provision For Tax (including Deferred Tax)	(21.16)	(67.37)
Profit After Tax	11.37	(141.08)
General Reserve	"	"
Debit Balance from Balance Sheet	(257.70)	(116.62)
Employee's Benefit	"	"
Balance Carried to Balance Sheet	(246.33)	(257.70)

OPERATIONS

During the year ended 31st March 2010, the Gross Sales of your Company increased by marginally about 1% amounting to Rs. 3299.07 lacs. Profit before Interest, Depreciation and Taxes was Rs. 111.71 lacs against a loss of Rs. 123.56 lacs and net Profit was at Rs 11.37 lacs compared with the loss of Rs. 141.08 lacs for the preceding year.

Due to uncertainty of the Court Cases against your Company, the performance for the first 7 to 8 months was very much below expectations and behind that of the previous year. However on 21st August 2009, The Punjab and Haryana High Court, Chandigarh delivered a stay against the Asset Recovery Company from taking possession of your Company. This resulted as a moral booster to all the employees of your Company, and from end November 2009, the performance of your Company improved drastically which enabled it to out-do the overall performance of preceding year.

COURSE OF BUSINESS AND OUTLOOK

As required under the Corporate Governance, the Management Discussion and Analysis Report, which is forming a part of this report, is a reflection of the current state of your Company's Business. The report also deals with the opportunities and challenges faced by your Company and the outlook for the future.

DIRECTORS

In terms of Article 136 of the Articles of Association of the Company, Mr. Arun Mittal, Director will retire by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to Section 217 (2AA) of the Companies (Amendment) Act, 2000, the Directors confirm that :

1. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
2. appropriate accounting policies have been selected and applied them consistently and have made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.
3. proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. the annual accounts of the Company have been prepared on a going concern basis.

COMPLIANCE CERTIFICATE

As per Section 383A of the Companies Act, 1956, the Compliance certificate as at 31st March, 2010 is attached herewith.

CORPORATE GOVERNANCE

Your Company has been following the principles and practices of good Corporate Governance. The Company has complied with Corporate Governance requirement, as stipulated under Clause 49 of the Listing agreement of Stock Exchange.

A separate report on Corporate Governance, together with a certificate from the statutory auditors confirming compliance with corporate governance requirement, has been annexed as part of this report.

INDUSTRIAL RELATIONS

The Company continues to have cordial relations with its employees and the Board records its appreciation of the commitment and support of employees at all levels.

AUDITORS AND AUDITORS' REPORT

M/s Singhi & Co., Chartered Accountants, Auditors of the Company, retire at the forthcoming Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

Replies to the Qualifications given by the Auditors are set out in Annexure - I forming part of this Report.

All other observations of the Auditors have already been dealt with in the respective Notes on Accounts and need no further clarifications.

PARTICULARS OF EMPLOYEES

There were no employees drawing remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO.

In pursuance of the provisions of Section 217 (1) (e) of the Companies Act, 1956 read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, the required particulars are set out in the Annexure - II forming part of this Report.

LISTING

The shares of your Company are listed on Delhi, Mumbai, Calcutta and Ahmedabad Stock Exchanges, and pursuant to Clause 38 of the Listing Agreement, the Annual listing fee for the Current Financial Year has been paid to them well before the due date.

CASH FLOW STATEMENT

A Cash Flow Statement, as required by an amended Clause of the Stock Exchange Listing Agreement is included in the Annual Report.

ACKNOWLEDGMENTS

Your Directors would like to express their grateful appreciation for the co-operation and support extended to the Company by its Customers and various agencies of the Central Government, State Government of Haryana and the Financial Institutions and Banks.

Your Directors wish to place on record their sincere appreciation for the devoted services of all its employees and also express their gratitude to the member-shareholders for their continued patronage.

for and on behalf of the Board

Date: 25th August, 2010
Place: Rewari

ARUN MITTAL
Director

R.M. BAFNA
Whole-time Director



ANNEXURE TO DIRECTORS' REPORT

ANNEXURE – I

(A) OBSERVATIONS MADE IN THE AUDITORS' REPORT

Para vi

In our opinion and to the best of our information and according to the explanation given to us, and subject to *non provisions of Interest & Other Charges (not ascertained as the matter is subjudice) on Secured Loans taken from Financial Institutions/ Banks, refer to Note No.3 (A, B, C, D & E) and payment made to the whole time directors without permission of the central government, refer to Note No. 5 (A) - in Schedule 'N' of notes, we are unable to express* our opinion as regards to true and fair view in conformity with the accounting principles generally accepted in India:

Reply

Refer to Note No. 3

The Company continues to be embroiled in various litigation cases before different authorities, detail of which including their current status, has been elaborated in Note Nos. 3(A, B, C, D & E) of Schedule 'N' annexed to the Statement of Account. In view of the complexities & uncertainties involved in the cases and the impact thereof not being quantifiable, the Auditors' of the Company have expressed their inability to express their opinion as regards to the true and fair view in conformity with the accounting principles generally accepted in India:

(a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2010,

(b) in the case of the Profit & Loss account, of the Profit of the Company for the year ended on that date and

(c) in the case of Cash Flow Statement, of the cash flows of the Company for the year ended on that date.

Company is hopeful that the action invoked under SARFAESI Act would be ultimately declared unsustainable and void by the Courts and the Courts would declare the superfluous high demands raised by the Kotak Mahindra Bank Limited and Alchemist Asset Reconstruction Company Limited (formerly known as Dhir & Dhir Asset Reconstruction and Securitisation Company Limited).

Reply

Refer to Note No. 5 (A)

The Company has made an application to the Central Government for approval of remuneration to be paid to the Whole Time Director. Meanwhile, the Company is continuing to pay the remuneration as per the previous approval dated 10.05.2005

(B) OBSERVATIONS MADE IN THE ANNEXURE TO THE AUDITORS' REPORT

(i) Para (i) b

The physical verification of fixed assets (except office equipments) has not been carried out during year

Reply

The Company planned to conduct the physical verification of fixed assets in a phased manner. It has already conducted the physical verification of office equipments in the first phase the year in consideration.

(ii) Para (iv)

In our opinion and according to the information and explanations given to us, there is an inadequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of goods

Reply

The Company is taking steps to strengthen the internal control system with measure in regards to purchase of goods.

(iii) Para (ix) a

According to the records of the Company, the Company is irregular in depositing undisputed statutory dues including provident fund, employees' state insurance, sales-tax, excise duty, cess and other statutory dues applicable to it with the appropriate authorities. There is no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.

Reply

For the better part of 2009-10, the continued recession in the market resulted in the Company facing short-term financial crisis. Consequently, there was a minor disruption in the cycle of such deposits in the beginning of the year. Since November 2009, there has been no delays. However despite the delays the Company has deposited full & proper statutory dues to appropriate authorities for the year ended 31st March, 2010. The Company has no any statutory pending dues.

(iv) Para (x)

Without considering the impact of para VI of our audit report, the Company does have accumulated loss at the end of the financial year and has exceeded 50% of the Company's Net Worth.

Reply

The accumulated losses of the Company as at the end of the current financial year though exceeds fifty percent of its net worth however it does not exceeds 50% of its peak network during the immediately preceding four financial years.

(v) Para (xi)

Based on our audit procedures and on the information and explanations given by the management, the Company has defaulted in repayment of dues, aggregating Rs.8,93,59,656/- (including interest thereon) and liquidated damages Rs.5,14,138/-. No provision has been made for liquidated damages from 01.04.2003 and interest from 01.04.2005, as amounts remained as unascertained by the Management as referred to in note no. 3 (A, B, C, D & E) of Schedule 'N of notes'.

Reply

The matter has been discussed in (A) above.

ANNEXURE – II

INFORMATION AS PER SECTION 217(1)(e) OF THE COMPANIES ACT, 1956 READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH 2010.

A. CONSERVATION OF ENERGY

The Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented and there are no major areas where further energy conservation measures can be taken. However, efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

FORM 'A'

(See Rule 2)

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY

		2009-10	2008-09
Power & Fuel Consumption			
Electricity			
a) DHBVN Ltd. - Power Purchased (kwh)	Units	28,58,540	30,56,970
Total Amount	Rs. lacs	127.00	138.45
Rate per Unit	Rs.	4.44	4.53
b) Captive Generation			
D.G. Sets (kwh)	Units	14,38,604	14,70,012
Total Amount (HSD)	Rs. lacs	101.70	107.19
Rate per Unit	Rs.	7.07	7.29
Consumption per Unit of Production			
PRODUCT (Spring)			
Electricity - Total Units (kwh)		42,97,144	45,26,982
- kwh / MT of Product		1,158	1,361



B. TECHNOLOGY ABSORPTION

FORM 'B'

FORM FOR DISCLOSURE OF PARTICULARS WITH RESPECT TO ABSORPTION OF TECHNOLOGY, RESEARCH & DEVELOPMENT (R & D)

a) Research & Development:

- (1) Specific areas in which R & D is carried out by the Company:
 - Development of springs using higher tensile strength than its existing range by improvements on the manufacturing process.
 - Development of Progressive Auto Suspension springs for better Ride Comfort and improved handling of the cars on sharp corners at high speed.
- (2) Benefits derived as a result of the above R & D:
 - Development of new markets due to capability of manufacturing springs with higher range wire diameter and improved Suspension systems.
- (3) Future plan of action:
 - Review of existing products for further developing cost effective products.
 - Improvising its present manufacturing facilities for attaining higher market share.
- (4) Expenditure on R & D:
 - As Research & Development is carried out by concerned areas, no separate accounts are, therefore, maintained.

b) Technology absorption, adaptation & innovations:

- (1) Efforts towards technology absorption, adaptation and innovation:
 - Increasing production efficiency by improving material handling systems and reducing stage work -in-process.
- (2) Benefits derived as a result of above efforts:
 - Reduced development time for new products.

C. FOREIGN EXCHANGE EARNINGS & OUTGO

	2009-10	2008-09
Foreign Exchange Earnings	Rs. 5,84,687	Rs. 2,90,05,020
Foreign Exchange Outgo	Rs. 6,00,403	Rs. 80,91,933

for and on behalf of the Board

Date: 25th August, 2010
Place: Rewari

ARUN MITTAL
Director

R.M. BAFNA
Whole-time Director

COMPLIANCE CERTIFICATE
FORM
 (Under section 383A of the Companies Act 1956)
 (See rule 3)

To
 The members,
COVENTRY COIL-O-MATIC (HARYANA) LIMITED
 87th Km Stone, NH 8, Delhi Jaipur Road,
 Village Salawas, Sangwari,
 Dist. Rewari 123401 (Haryana)

I have examined the registers, records, books and papers of **Coventry Coil-o-Matic (Haryana) Limited (CIN No. L74999HR1988PLC030370)** required to be maintained under the Companies Act 1956, (the Act) and the rules there under and also the provisions contained in Memorandum of Associations of the company for the financial year ended on **31st March 2010**.

In my opinion and to the best of information and according to the examinations carried out by me and explanation furnished to me, by the company, its officers and the agents, I certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions and the rules made there under and all the entries there in have been duly recorded.
2. The company has duly filled the forms and returns as stated in Annexure 'B' to this certificate, with the Registrars of the Companies, Regional Director, Central Government, Company Law Board or other Authorities with in the time prescribed under the Act and the Rules made there under.
3. The company being, **Public** limited company has the minimum prescribed paid up capital and its maximum number of Members during the said financial year was **6113 (Six Thousand One Hundred & Thirteen Only)** excluding its present and past employees and the company during the year under scrutiny ;
 - 1) has not invited public to subscribe for its Shares or Debentures; and
 - 2) has not invited or accepted any deposit from persons other than its members, directors or their relatives,

Not Applicable since the Company is Listed Public Company

4. The Board of Directors duly met **Five** times on **29.04.2009, 29.07.2009, 02.09.2009, 28.10.2009, and 27.01.2010** in respect of which meetings proper notices were given and proceedings were properly recorded and signed including the circular resolutions passed in the Minutes Book maintained for the purpose.
5. The company closed the Register of Members, and /or the Debenture holders from **25.09.2009 to 29.09.2009** and necessary compliance under section 154 of the Act has been made.
6. The annual general meeting for the financial year ended on **31.03.2009** was held on **29.09.2009** after giving due notices to the members of the company and the resolutions passed thereat were duly recorded in the Minutes Book maintained for the purpose.
7. **No Extra Ordinary General Meeting** was held during the financial year ended on **31.03.2010**
Not Applicable as no Extra Ordinary General Meeting was held during the year.
8. The company has advanced loans amounting to Rs Nil to its directors and/or persons or firms or companies referred in the section 295 of the Act after complying with the provisions of the Act.
Not Applicable as there was no such Loan



9. The company has duly complied with the provisions of section 297 of the Act in respect of the contracts specified in that section. **Not Applicable as there was no such Contract**
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. The Company has obtained necessary approvals from the Board of Directors, Members and the previous approval of the central Govt. pursuant to section 314 of the Act wherever applicable.
Not Applicable as there were no such instances when section 314 could be Applicable.
12. The Board of Directors or duly constituted Committee of Directors has approved the issue of duplicate share certificates.
Not Applicable as there was no such instances where the issue of duplicate Shares was involved
13. The Company has
 - 1) delivered all the certificates on allotment of securities and on lodgment thereof for the transfer / transmission or any other purpose in accordance with the provision of the Act; **Not Applicable since there was no Allotment/Transfer/Transmission**
 - 2) deposited the amount of dividend declared including the interim dividend in the separate Bank account on Nil which is within five days from the date of declaration of such dividend; **Not Applicable as no Dividend was declared**
 - 3) paid/posted warrants for Dividends to the members within a period of 30 days from the date of declaration and that all unclaimed /unpaid dividends has transferred to Unpaid Dividend Account of the company with Nil Bank on, **Not Applicable since the Company has not declared any dividend**
 - 4) Transferred the amounts in unpaid dividends account, applications money due for refund, matured deposits, matured debentures, and the interest accrued there on which has remained unclaimed or unpaid for the period of seven years to Investor Education and the Protection Fund. **Not Applicable**
 - 5) duly complied with the requirements of section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and the appointment of Directors, Additional Directors, Alternate Directors and Directors to fill the casual vacancies has been duly made.
15. The appointment of Managing Director/ Whole time Director/ Manager has been made in compliance with the provisions of section 269 read with schedule XIII to the Act and the approval of the Central Govt. has been obtained in respect of appointment of NIL not being in terms of Schedule XIII.
Not Applicable since no appointment was made during the year
16. The appointment of Sole selling agent was made in compliance of the provisions of the Act.
Not Applicable since no appointment was made during the year
17. The company has obtained all necessary approvals of the Central Govt. Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act and the rules made there under.
Not Applicable since any of aforesaid Approvals were not Required
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The company has **issued and allotted NIL Equity Shares of Rs. 10/- each** during the financial year ending **31st March 2010.** **No Equity Shares were issued during the year**
20. The company has bought back shares during the year after complying with the provisions of the Act.
Not Applicable as the Company did not buy back the Shares during the year.

21. The company has redeemed Nil preference shares debentures during the year after complying with the provisions of the Act. **Not Applicable as the Company did not have any Preference Shares**
22. The company whenever necessary has kept in abeyance rights to Dividend Rights Shares and Bonus Shares pending registration of transfer of shares in compliance with the provisions of the Act. **Not Applicable as no such situation arose during the year**
23. The company has complied with the provisions of section 58A and 58AA read with Companies (Acceptance of Deposit) Rules 1975/ the applicable directions issued by the Reserve Bank of India/ any other Authority in respect of Deposits accepted including unsecured loans taken, amounting to Rs Nil raised by the company during the year and the company has filed the copy of Advertisement/ Statement in lieu of Advertisement/necessary particulars as required with the Registrar of Companies on Nil, the Company has filed the return of deposit with the Registrar of Companies/Reserve Bank of India/other Authorities. **Not Applicable as no deposits were raised during the year.**
24. The amount borrowed by the Company from Directors, Members, Public, Financial Institutions, Banks and others during the financial year ending 31st March 2010 is/ are within the borrowing limits of the company and that necessary resolutions as per section 293(1)(d) of the Act have been passed in convened Annual, Extraordinary General Meeting. **Borrowings are within the limits of the Borrowing as per section 293 (1)(d) of the Act and the Resolution u/s 293 (1)(d) is not required.**
25. The company has made loans and investments, or given guarantees or provided securities to other bodies corporate in compliance with the provisions of the Act and has made necessary entries in the register kept for this purpose. **Not Applicable as the Registered Office was not changed from one state to another state.**
26. The Company has altered the provisions of the memorandum with respect to the change of Registered Office from one state to another state, of the company during the year under scrutiny after complying with the provisions of the Act. **Not Applicable since there was no change of Registered Office from one state to another state.**
27. The Company has altered the provisions of the memorandum with respect to the object of the company during the year under scrutiny after complying with the provisions of the Act. **Not Applicable as the Object Clause of the Company was not altered during the year.**
28. The company has altered the provisions of the memorandum with respect to Name of the company during the year under scrutiny and complied with the provisions of the Act. **Not Applicable as the Name of the Company was not changed during the year.**
29. The company has altered the provisions of the memorandum with respect to Share Capital the company during the year under scrutiny and complied with the provisions of the Act. **Not Applicable as the Capital Clause of the Company was not altered during the year.**
30. The Company has altered its articles of associations after obtaining the approval of members in the General Meeting and the Amendments to the Articles of Association have been duly registered with the Registrar of Companies. **Not Applicable**
31. A list of prosecution initiated against or show cause notices received by the company for alleged offences under the Act and also fines and penalties or any other punishment imposed on the company in such cases is attached. **Not Applicable as the Company did not receive any Show Cause Notice or notice of Prosecution during the year.**
32. The company has received Rs Nil as security from its employees during the year under certification and the same has been deposited as per provisions of section 417(1) of the Act. **Not Applicable as no security deposit was received during the year.**



33. The Company has deposited both the Employee's and the Employer's contribution to Provident Fund with the prescribed authorities pursuant to section 418 of the Act.

for Siddiqui & Associates
Company Secretaries

Place New Delhi
Date: 25.08.2010

K.O.SIDDIQUI
FCS 2229 ;CP 1284

Annexure A

Registers as maintained by the Company

1. Register of members u/s 150 & 151
2. Minutes Book of Directors and members u/s 193 (1) and 196
3. Books of accounts u/s 209 and 209A
4. Register of contracts u/s 301
5. Register of Directors particulars u/s 303 and 304
6. Register of Directors shareholding u/s 307
7. Annual Return u/s 159
8. Register of Charges u/s 143

Annexure B

Forms and Returns as filed by the Company with the Registrar of Companies, Regional Director, Central Government or other Authorities during the financial year ending on 31st March 2010

S. No	Particulars	Challan No. & Dates
1	Form 20B for FY 2008-2009	P44245215 dated 28.12.2009
2	Form 23AC for FY 2008-2009	P44244804 dated 28.12.2009
3	Form 66 for FY 2008-2009	P36574028 dated 20.10.2009